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VIA HAND DELIVERY

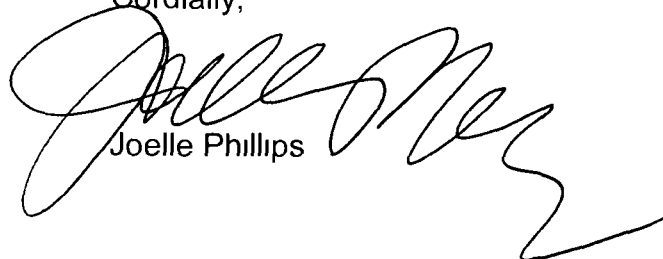
Hon Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re *Joint Request of KMC Telecom III LLC and CenturyTel Acquisition LLC for
Approval to Transfer Authority to Provide Telecommunication Services
and to Sell Assets*
Docket No 05-00092

Dear Chairman Miller

Enclosed are the original and fourteen copies of BellSouth's *Petition for Leave to Intervene*. Copies of the enclosed are being provided to counsel of record

Cordially,



Joelle Phillips

JJP ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re *Joint Request of KMC Telecom III LLC and CenturyTel Acquisition LLC for Approval to Transfer Authority to Provide Telecommunication Services and to Sell Assets*

Docket No 05-00092

PETITION OF BELL SOUTH TELECOMMUNICATIONS, INC.
FOR LEAVE TO INTERVENE

BellSouth Telecommunications, Inc., pursuant to T.C.A. §4-5-310 and T.C.A. §65-2-107, petitions the Tennessee Regulatory Authority (the "Authority") for leave to intervene in the above-captioned proceeding and, in support thereof, states as follows:

1. BellSouth, a Georgia Corporation authorized to conduct and conducting a public utility business in the state of Tennessee, is engaged in furnishing telecommunications service in the state of Tennessee

2. On March 30, 2005, KMC Telecom III LLC ("KMC III") and CenturyTel Acquisition, LLC ("CenturyTel") filed a joint petition with the Authority requesting a transfer of the assets of KMC III located in Tennessee to CenturyTel and seeking an a partial assignment of the interconnection agreement between BellSouth and KMC III.

3. All of the KMC entities that are party to this interconnection agreement are jointly and severally liable under the agreement. To eliminate the KMC III assets as a source of payment for liabilities currently owed to BellSouth by any KMC entity could prejudice BellSouth's ability to recover under the

interconnection agreement. Furthermore, a partial assignment of such an interconnection agreement may create other issues, beyond the questions raised by the joint liabilities imposed by the agreement.

4. Finally, BellSouth has current disputes with KMC entities under the existing interconnection agreement. BellSouth is seeking assurances from the purchaser and seller that liabilities resulting from ongoing or pending audits as well as other existing liabilities will be appropriately handled in the transfer, including retention of records necessary to comply with audit provisions of the existing agreement between BellSouth and KMC.

5. In the proposed assets transfer, KMC III will transfer its customer base located in BellSouth's franchise area in Tennessee to CenturyTel. Upon information and belief, CenturyTel is not certified by the Authority to provide competing local service in these geographic locations

6. Matters affecting BellSouth's legal interests may be determined in the proceedings, and BellSouth's interests will not be adequately represented unless the Authority allows BellSouth to intervene.

7. Allowing BellSouth to intervene will not impair the interests of justice or the orderly and prompt conduct of these proceedings.

8. BellSouth respectfully requests that it be granted leave to intervene and participate as a party in the above-captioned proceeding.

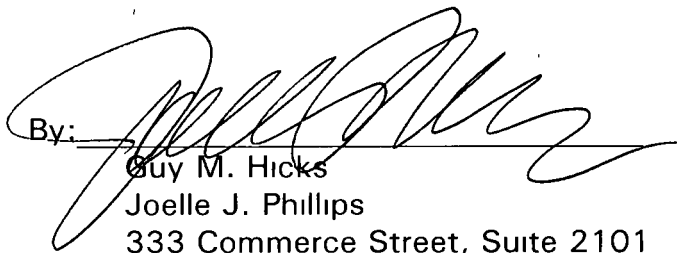
WHEREFORE, BellSouth prays:

1. That it be permitted to intervene in this proceeding and participate as a party

2. That BellSouth have such other and further relief to which it may be entitled.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 
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CERTIFICATE OF SERVICE

I hereby certify that on May 5, 2005, a copy of the foregoing document was served on the following, via the method indicated

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